

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

GTECH CORPORATION,

Plaintiff,

v.

SCIENTIFIC GAMES INTERNATIONAL,
INC., SCIENTIFIC GAMES HOLDINGS
CORPORATION, SCIENTIFIC GAMES
FINANCE CORPORATION, and
SCIENTIFIC GAMES CORPORATION,

Defendants.

C.A. No. 04-138-JJF

REDACTED VERSION

DECLARATION OF WILLIAM F. BEHM

MORRIS, NICHOLS, ARSHT & TUNNELL
Jack B. Blumenfeld (#1014)
Rodger D. Smith II (#3778)
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200
Attorneys for Defendants

Original Filing Date: December 2, 2005

Redacted Filing Date: December 9, 2005

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

GTECH CORPORATION,

Plaintiff,

v.

SCIENTIFIC GAMES INTERNATIONAL,
INC., SCIENTIFIC GAMES HOLDINGS
CORPORATION, SCIENTIFIC GAMES
FINANCE CORPORATION, and
SCIENTIFIC GAMES CORPORATION,

Defendants.

C.A. No. 04-138-JJF

REDACTED VERSION

DECLARATION OF WILLIAM F. BEHM

1. I am currently an Executive Vice President of Scientific Games International, Inc. During the period from 1985 to 1989, I was a Vice President of Scientific Games. My responsibilities during that time period included terminal engineering and drafting and reviewing proposals submitted to state lotteries.

2. On December 3, 1985, Scientific Games submitted a proposal to the Iowa Lottery, in which Scientific Games offered for sale a customer-activated lottery ticket vending machine -- called a Player Activated Terminal ("PAT") -- which dispensed instant lottery tickets, as well as online tickets. I was personally involved in designing the PAT, and in drafting the proposal submitted to the Iowa Lottery. A true and correct copy of the portion of the proposal submitted to the Iowa Lottery concerning the PAT is attached hereto as Exhibit 1.

3. The PAT had a touch-screen display on the front surface of the machine for ordering tickets. Customers ordered tickets by touching icons (or buttons) on the touch-screen for each of the games available for purchase from the machine.

4.

REDACTED

5.

REDACTED

6. As deployed in Iowa, Scientific Games' PAT dispensed tickets for three games and displayed three icons on the touch-screen -- two for online games and one for an instant game. A true and correct copy of a photograph of the PAT as deployed in Iowa is attached hereto as Exhibit 2.

7. A true and correct copy of

REDACTED

Exhibit 3.

8.

REDACTED

9. The PAT separated and dispensed each individual ticket to the customer.

REDACTED

3.

REDACTED

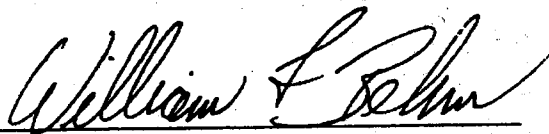
10. A true and correct copy of the

REDACTED

11.

REDACTED

I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, appearing to read "William F. Behm", is written over a horizontal line.

William F. Behm

Dated: December 2, 2005

495401

Exhibit 1

Redacted

Exhibit 2



Exhibit 3

Redacted

Exhibit 4

Redacted

CERTIFICATE OF SERVICE

I, Rodger D. Smith II, hereby certify that on December 9, 2005, I caused to be electronically filed the Redacted Version of the Declaration of William F. Behm with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Josy W. Ingersoll
Young, Conaway, Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899

I also certify that I caused copies to be served upon the following in the manner indicated:

BY HAND

Josy W. Ingersoll
Young, Conaway, Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899

BY FEDERAL EXPRESS

Thomas J. Meloro, Esquire
Kenyon & Kenyon
One Broadway
New York, NY 10004

/s/ Rodger D. Smith II

Rodger D. Smith II (#3778)
Morris, Nichols, Arsht & Tunnell
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200
rsmith@mnat.com